



St. Louis Southwestern Railway Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

July 28, 1988

RECORDATION NO. 10764-B FILE 1438

RECORDATION NO. 10764-F FILE 1438

VIA CERTIFIED MAIL

RETURN RECEIPT REQUESTED

AUG 1 1988-3 20 PM

INTERSTATE COMMERCE COMMISSION

AUG 1 1988-3 20 PM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee

Secretary

Interstate Commerce Commission

Twelfth Street & Constitution Avenue, N.W.

Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 29095 --
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series I

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Fifth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of July 1, 1988, to Equipment Trust Agreement dated as of August 15, 1979, creating St. Louis Southwestern Railway Company Equipment Trust, Series I, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of August 15, 1979, recorded on August 24, 1979, at 3:25 PM, assigned Recordation No. 10764;

First Supplement to Equipment Trust Agreement dated as of August 28, 1979, recorded on August 31, 1979, at 4:30 PM, assigned Recordation No. 10764-A;

Second Supplement to Equipment Trust Agreement dated as of January 25, 1980, recorded on February 4, 1980, at 10:00 AM, assigned Recordation No. 10764-B;

Third Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 10764-C;

a Southern Pacific subsidiary

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Fourth Supplement to Equipment Trust Agreement dated as of April 15, 1987, recorded on May 8, 1987, at 10:35 AM, assigned Recordation No. 10764-D; and

Assignment and Transfer of Certain Road Equipment dated as of April 15, 1987, recorded on May 8, 1987, at 10:35 AM, assigned Recordation No. 10764-E.

In connection with the recording of the Fifth Supplement and Assignment and Transfer, each dated as of July 1, 1988, to the Equipment Trust Agreement dated as of August 15, 1979, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment
Covered by the Fifth Supplement:

<u>Number of Units</u>	<u>Description</u>
4	70-ton Box Cars; FMC Corporation, builder; lettered SSW and number 51270-51273 (GRIP date - September, 1979).

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General Description of the Equipment Covered by the
Assignment and Transfer of Certain Road Equipment:

<u>Number of Units</u>	<u>Description</u>
2	100-ton Hopper Cars; ACF Industries, Incorporated, builder; lettered SSW and numbered 70410 and 70496.

When the recording of the Fifth Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof, and return four (4) of the same to the undersigned.

Very truly yours,

Louis P. Warchot

Louis P. Warchot *ly*
Attorney for St. Louis
Southwestern Railway Company

Enclosures

cc: Mr. E. L. Johnson
(Attn: Mr. C. D. Tyler)

Interstate Commerce Commission

Washington, D.C. 20423

8/2/88

OFFICE OF THE SECRETARY

Louis P. Warchot

General Attorney

Southern Pacific Transportation Co.

Southern Pacific Building

One Market Plaza

San Francisco, Calif. 94105

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/1/88 at 3:20pm, and assigned recordation number(s). 7850-N & O 9928-G&H

Sincerely yours,

8865-I&J

9928-G&H

10134-E&F

10265-L&M

10394-F&G

10631-L&M

10764-F&G

Nanta L. McEuen

Secretary

Enclosure(s)

AUG 1 1988-3 20 PM

INTERSTATE COMMERCE COMMISSION

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
EQUIPMENT TRUST
SERIES I

FIFTH
SUPPLEMENT TO EQUIPMENT TRUST
Dated as of July 1, 1988

FIRST PENNSYLVANIA BANK, N.A.

- TO -

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the first day of July, 1988, between First Pennsylvania Bank, N.A., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and St. Louis Southwestern Railway Company, a corporation duly organized and existing under the laws of the State of Missouri (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of August 15, 1979, there was constituted the St. Louis Southwestern Railway Company Equipment Trust, Series I (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the destroyed railroad equipment; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar

(\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of St. Louis Southwestern Railway Company Equipment Trust, Series I, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
4	70-ton Box Cars; FMC Corporation, builder; lettered SSW and numbered 51270-51273; GRIP Date - September, 1979.

TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Fifth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names

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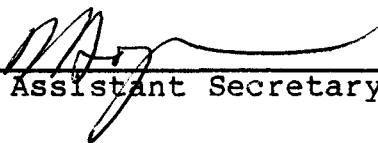
*

and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

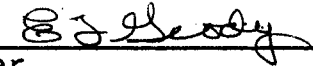
FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By 
Corporate Trust Officer

Attest:


Assistant Secretary

ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY

By 
Treasurer

Attest:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 22nd day of July, 1988, before me personally appeared GEORGE J. RAYZIS, to me personally known, who, being by me duly sworn, says that he is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry
Notary Public

LYNNE N. MCCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires July 2, 1990

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

On this 1st day of July, 1988, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is Treasurer of ST. LOUIS SOUTHWESTERN RAILWAY COMPANY; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lenora M. J. Young
Notary Public

